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Attorneys for Defendants

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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JANE A. HALBRITTER,

Plaintiff,

Index No. 07-CV-3848  
(WHP)

-v-

STONEHEDGE ACQUISITION ROME II, LLC  
and STONEHEDGE ACQUISITION  
CHITTENANGO II, LLC,

Defendants.

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**AFFIRMATION IN SUPPORT OF DEFENDANTS' OPPOSITION**

**TO PLAINTIFF'S MOTION TO DISMISS**

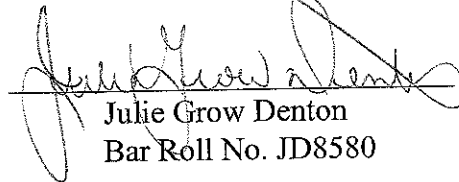
JULIE GROW DENTON, an attorney at law duly admitted to practice before the United States District Court for the Southern District of New York and the courts of the State of New York, and not a party to this action, hereby affirms the following under penalty of perjury:

1. I am a partner in the law firm of McMahon and Grow, attorneys for Defendants Stonehedge Acquisition Rome II, LLC and Stonehedge Acquisition Chittenango II, LLC in the above-entitled action and as such, am fully familiar with the circumstances of this matter as set forth herein.

2. I submit this affirmation in support of Defendants' opposition to Plaintiff's motion to dismiss Defendants' counterclaims for failure to state a claim, pursuant to Fed. R. Civ. P. 12(b)(6).
3. Plaintiff's motion argues, in part, that Defendants' counterclaims should be dismissed for failure to provide notice strictly in accordance with the terms of the Stock Purchase Agreements governing the relationship between the parties.
4. Defendants' response in their memorandum of law is twofold with respect to the issue of notice: (a) sufficient notice was given to Plaintiff even if such notice did not follow the exact letter of the contract; and (b) Plaintiff waived her right to raise inadequate notice as a defense to the counterclaims because she never preserved this right while discussing those matters raised by Defendants that now form the basis for their counterclaims.
5. Attached as Exhibit A is a letter written by Plaintiff's counsel, Louis A. Craco, Jr., dated February 5, 2007 and sent to Defendants. This letter is submitted for the sole purpose of showing that Plaintiff had knowledge of Defendants' claims and never raised the issue of improper notice.
6. Attached as Exhibit B is a letter written by affiant, dated March 7, 2007 and sent to Attorney Craco. This letter is submitted for the sole purpose of showing that Defendants' responded to Plaintiff's arguments as raised by her counsel.
7. Attached as Exhibit C is a letter written by Attorney Craco, dated April 10, 2007 and sent to the affiant. This letter is submitted for the sole purpose of showing that the issue of improper notice is raised for the first time and only with respect to the subject matter that forms the basis for Defendants' first counterclaim.

WHEREFORE, it is respectfully requested that an order be issued denying Plaintiff Jane A. Halbritter's motion to dismiss pursuant to Fed. R. Civ. P. 12(b)(6).

Dated: January 18, 2008



Julie Grow Denton  
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